



THOMAS D. MARION
TREASURER

RECORDATION NO.

DEC 29 '97

9-45 AM

8996-27^m 10/98
+4
FILED

TTX COMPANY

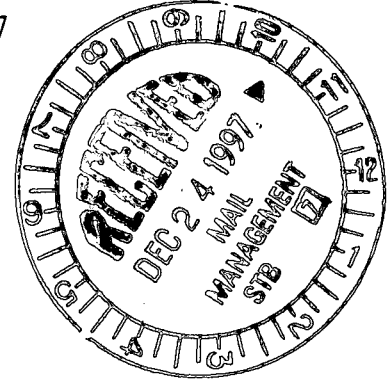
101 NORTH WACKER DRIVE
CHICAGO, ILLINOIS 60606
(312) 853-3223

DIRECT LINE (312) 984-3821
FAX (312) 984-3855

December 23, 1997

VIA FEDERAL EXPRESS

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20006



Dear Mr. Williams:

Submitted herewith for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder are four (4) fully executed documents of the following two documents:

- A) Release and Termination Statement dated as of December 19, 1997.
- B) Release and Termination Statement dated as of December 19, 1997.

These documents are secondary documents, relating to the Conditional Sale Agreement dated as of August 1, 1977, filed on September 15, 1977 under recordation number 8996.

Parties to this transaction are as follows:

TTX Company (Lessee)
101 North Wacker Drive
Chicago, Illinois 60606

First Security Bank (Agent)
79 South Main Street
Salt Lake City, UT 84111

The general description of the equipment covered by the enclosed documents is set forth on Schedules A and B attached hereto.

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BOARD

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Mr. Vernon Williams
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Enclosed are two checks in the amount of \$24.00 each to cover filing fees.

Once the filing has been made, please retain one copy of each and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,

A handwritten signature in black ink, reading "Thomas D. Marion". The signature is fluid and cursive, with the first name "Thomas" and last name "Marion" clearly legible.

TDM:mkh

Enclosures

P.S. Please call Jane Wilhelm at 312-984-3841 as soon as these agreements are recorded advising her of the recordation numbers, date and time. Thank you very much.

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RELEASE AND TERMINATION STATEMENT dated as of
December 19, 1997, by First Security Bank, N.A., as successor to
First Security Bank of Utah, N.A., acting as agent under the
Participation Agreement referred to below (hereinafter, in such
capacity, called the Secured Party)

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WHEREAS the Secured Party has acted as agent for certain debt participants pursuant to the Participation Agreement (No. 2) dated as of August 1, 1977 among TTX Company (f/k/a Trailer Train Company), a Delaware corporation, the Secured Party and such debt participants;

WHEREAS First Security Bank, N.A., as successor to First Security State Bank, acting as Owner-Trustee for General Electric Railcar Leasing Services Corp. (successor in interest to Security Pacific Equipment Leasing, Inc.) under the Trust Agreement (No. 2) dated as of August 1, 1977 (hereinafter, in such capacity, called the Owner-Trustee), has entered into that certain Conditional Sale Agreement (No. 2) dated as of August 1, 1977 (hereinafter called the Conditional Sale Agreement) with Bethlehem Steel Corporation and Pullman Incorporated, and supplemented by Amendment Agreement (No. 2) dated as of August 1, 1978 among the Owner-Trustee, TTX Company and the Secured Party, covering the railroad equipment listed in Schedule A hereto;

WHEREAS Bethlehem Steel Corporation and Pullman Incorporated have assigned their interest in and to said railroad equipment and the obligations of the Owner-Trustee under the Conditional Sale Agreement to the Secured Party pursuant to the Agreement and Assignment (No. 2) dated as of August 1, 1977 (hereinafter called the Agreement and Assignment); and

WHEREAS the Conditional Sale Agreement, the Agreement and Assignment, and the Amendment Agreement (No. 2) have been recorded with the Interstate Commerce Commission and assigned recordation numbers 8996-D, 8996-E, and 8996-I, respectively; and

WHEREAS, the obligations of the Owner-Trustee under the Conditional Sale Agreement have been paid and discharged, and the interest of the Secured Party in the railroad equipment covered thereby has been terminated.

IN WITNESS WHEREOF, the Secured Party wishes to acknowledge the termination of the Conditional Sale Agreement and to show for the public record the release of its interest in and to the railroad equipment listed in Schedule A hereto, and accordingly has caused this Release and Termination Statement to be executed by its officer thereunto duly authorized, as of the date first above written.

FIRST SECURITY BANK, N.A., not in its individual capacity
but solely as agent, as aforesaid,

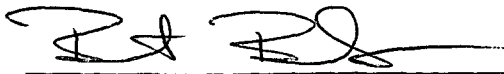
by: 

STATE OF UTAH)

SS:

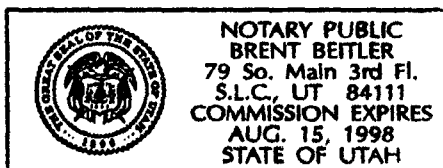
COUNTY OF)

On this 19th day of December, 1997, before me personally appeared Janee R. Higgs to me personally known, who, being by me duly sworn, says that he is a(n) Asst. Trust Officer of First Security Bank, N.A., and that the foregoing instrument was signed on behalf of said national association by authority of its board of directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said national association.



Notary Public

My commission expires



(Notarial Seal)

SCHEDULE A

<u>Type</u>	<u>Builder's Specifications</u>	<u>Builder's Plant</u>	<u>Quantity</u>	<u>Unit Base Price</u>	<u>Total Base Price</u>	<u>Serial Numbers (Inclusive)</u>	<u>Estimated Time and Place of Delivery</u>
Pullman Incorporated (Pullman Standard Division)							
89' 4" 70-ton hydraulic draft gear, flush deck, low level flat cars for auto rack service; AAR Mechanical Designation: FA	3217 dated 4/27/73, as amended	Bessemer, Alabama	261			852288, 852290 852294, 852297 852299, 852300 852304-852310 852312-852316 852318, 852320 852321, 852325 852327-852330 852332-852566	Prior to December 30, 1977, at Bessemer, Alabama

<u>Type</u>	<u>Builder's Specifications</u>	<u>Builder's Plant</u>	<u>Quantity</u>	<u>Unit Base Price</u>	<u>Total Base Price</u>	<u>Serial Numbers (Inclusive)</u>	<u>Estimated Time and Place of Delivery</u>
Bethlehem Steel Corporation							
89' 4" 70-ton hydraulic draft gear, flush deck, all purpose cars; AAR Mechanical Designation: FC	DF 3400 462	Johnstown, Pa.	200			978290, 978291 978298 978304-978312 978314, 978315 978317, 978320 978321 978324-978326 978329-978333 978335-978338 978341-978343 978348-978356 978358-978360 978362-978365 978367-978433 978453 978456-978460 978486, 978489 978491, 978530 978588, 978589 978591, 978592 978596-978666	Prior to December 30, 1977, at Johnstown, Pa.